

**Girl Scouts of North East Ohio
Board Meeting Minutes
August 6, 2008**

Board Members Present

Jacqueline Silas-Butler, 1st Vice Chair
Lynda Rossiter, Treasurer
Dan Bragg, Secretary
Fred Cash
Sandy DeLuca
Beth Frank
Brenda Heidinger
Claudia Jones
Carole Mount
Lillie Reynolds
Satricia Rice
Chris Scala
Robert Uhrich
Joan Villarreal
Misty Wheeler

Board Members Absent

Karen Soehnlen McQueen, Chair
Tom Namola, 2nd Vice Chair
Melissa Day
Patti Limperos

Staff Present

Dr. Daisy L. Alford-Smith, CEO
Brittany Zaehring, COO
John Graves, CFO
Amy Bennett, Director of Member Services
Kathy DeLong, Director of Marketing/
Communications
Jim Kananen, Director of Properties
Joy York, Director of Fund Development
Susanne Ryder, Executive Assistant

Staff Absent

Marianne Love, Director of Business Services

Guests

Trixie Taucher
Maya Jones

The meeting was called to order by 1st Vice Chair, Jacqueline Silas-Butler. She introduced herself to the Board stating she would be Acting Chair in the absence of Karen Soehnlen McQueen who sent a letter to all Board Members stating that she would be out of town on business.

Jacqueline (Jackie) asked Trixie Taucher to introduce herself. Trixie shared that Daisy approached her and invited her to attend the Board Meeting. She said she thought it would be fun and hoped her involvement would help people in some way. Trixie is from the small town of Salem, Ohio, where there is only a meat market and post office. She will be a sophomore this school year.

A quorum was declared present. There were corrections to the June 4, 2008, Board Meeting Minutes: on page 2, Lynda Rossiter made the motion to allow the Joint Committee to continue to negotiate the sale of 345 White Pond, Akron, and Fred Cash seconded the motion; on page 5, under Section 3, The Report of the Chief Executive Officer, "GSNEO will be working with the Center for Nonprofit Excellence which has received funds from the GAR Foundation." The Board adopted the agenda and order of

business and approved the minutes with the noted corrections. The Consent Agenda was approved with no discussion.

I. OFFICERS' AND BOARD MEMBERS' REPORTS

A. Election of Girl Board Members – Jacqueline Silas-Butler, Acting Chair

- Joan Villarreal moved to elect Trixie Taucher and Maya Jones (who was not yet present) as Girl Board Members of the Girl Scouts of North East Ohio Board of Directors.
- Roberta Uhrich seconded the motion.
- **The motion carried unanimously.**

B. Properties – Fred Cash

Fred gave a brief overview of the activities of the Properties Committee stating that they have been traveling with Jim Kananen, Director of Properties, to the West Region, viewing properties, camps and headquarters. Before the end of the year, the committee plans to look at all the properties that we own, collect information and present to the Board with regards to capital improvements and other properties that we may want to invest in.

Fred summarized when First Energy Corporation approached Girl Scouts of Western Reserve, before the October 1, 2007 realignment of councils, to this present time regarding the sale of 345 White Pond Drive, Akron. He included the first offer of \$1.9 million plus \$100,000 moving expenses from First Energy to Girl Scouts of North East Ohio (GSNEO); the appraisal which showed 345 White Pond Akron valued at about \$2.5 million; and First Energy's present offer of \$2.2 million to buy 345 White Pond, Akron. Fred also summarized the negotiations to purchase 8450 South Bedford Road, Macedonia, beginning with the building price of \$4.9 million and GSNEO's offer of \$2.3 million; CT Consultants' report of comparison costs to stay at 345 White Pond, Akron versus purchasing 8450 South Bedford Road, Macedonia; the many discussions of the Properties, Finance and Executive Committees; and our better offer of \$3.0 million to purchase 8450 South Bedford Road, Macedonia.

Lynda Rossiter, Treasurer shared that the Joint Committees, Properties, Finance and Executive, felt it would be best to finance \$800,000 which would be the difference of the total amount GSNEO would receive for the sale of 345 White Pond Drive, Akron and the purchase price GSNEO would pay for 8450 South Bedford Road, Macedonia. The best proposals were received from Key Bank and National City Bank with rates if we mortgage the Macedonia building versus using our investments as collateral. Key Bank's interest rates were the same either way. National City Bank offered 1/2 basis point lower if we would mortgage and another 1/2 basis point lower if we would collateralize with investments. Any other repairs and/or renovations will be taken from our existing funds.

Resolution 01-2008:

- Fred Cash, on behalf of the Properties Committee, moved that the Board approve the sale of 345 White Pond Drive, Akron, to First Energy Corporation for \$2.2 million.
- Lynda Rossiter seconded the motion.

There was discussion about how the building looked as Dan Bragg did not get an opportunity to tour 8450 South Bedford Road, Macedonia. Lynda commented that she was impressed with the building itself and the flow of the building. The first floor can be used for programming and for the public. The second floor will be office space for staff. Fred added that there was a loading dock in the rear; the building is more modern; there is a computer room; and the building will be quite visible with our signage. He was impressed as well. Roberta shared how the different areas on the first floor went around in a circle starting at the reception area and ending there, and that the membership office would be open as long as the store was open for business. Jackie was really hesitant on the costs. But when she went to the building, she said it was beautiful. It is in a great location and gives us an opportunity to grow. Chris commented that the building was built in 1991 and is a well-maintained building. Other discussion included the repairs and controlling the construction process, handicap accessibility, and modifying the restrooms.

The Macedonia Mayor's office has a community room we could use as well as Nordonia High School for larger meetings. The Mayor's office is willing to introduce legislation to change the name of the street from South Bedford Road to our choice of name as the building is the only building located in a cul de sac. Also, Girl Scouts of North East Ohio is eligible to receive \$200,000 over the next 7 years of our occupancy, \$30,000 a year, as part of the Macedonia Occupancy Program.

By combining the North Service Center with Central, we will save \$50,000 in utility liabilities and insurance as currently 10 employees work in the North in a 75-employee space. We currently pay \$175,000 a year for the North Service Center's lease not including utilities and other expenses and, between June 1 and June 30, 2009, there is an opt out clause that says we can provide a letter of intent during that 30 days to exit the lease in 2010. We would still have to pay \$175,000 for the year 2009 and 2010 after giving notice. In summary, we would save \$50,000 a year in utility bills and have additional staff at the Central Service Center. Chris added that we would realize a \$250,000 savings a year after we are out of the lease.

- **The motion was unanimously carried.**

Jackie added that Karen McQueen's letter to the Board stated that she was in favor of this motion as well.

Resolution 02-2008:

- Fred Cash moved to purchase 8450 South Bedford Road, Macedonia, in the amount of \$3.0 million.
- Joan Villarreal seconded the motion.
- **The motion was unanimously carried.**

Jackie added that Karen was also in favor of this motion.

Regarding the North Service Center:

- Lynda Rossiter moved that we negotiate with the realtor to vacate the North Service Center as soon as possible.
- Claudia Jones seconded the motion.

Dan asked do we have anything to gain by talking with the realtor now. Lynda answered by amending her motion to authorize Daisy to negotiate at an advantageous time. Roberta commented that we have an option to sublet the building used by the North Service Center as another avenue.

- Lynda Rossiter withdrew her first motion. She moved to authorize Daisy to pursue all options to either sublet or vacate the building occupied by the North Service Center.
- Roberta Uhrich seconded the motion.
- **The motion carried unanimously.**

There was a suggestion to rename the street of the building in Macedonia from South Bedford Road to Girl Scout Way. Maya suggested a cookie name be used as our street name.

- After other discussion, Joan Villarreal moved that the Board give authority to the Properties Committee to rename 8450 South Bedford Road, Macedonia.
- Lynda Rossiter seconded the motion.
- **The motion carried unanimously.**

C. Marketing and Communications – Sandy DeLuca

Sandy reported that their last meeting was in June, 2008. They are busy with the second addition of the Shout Out, upcoming August Learning Events, Camp, the fall recruitment campaign and adding to our branding.

D. Human Resources – Misty Wheeler

Misty reported that she was given updates from Brittany Zaehring on the Oswald Company, the recommended vendor of the Employers Resource Council, for our employee benefit plan. Recommendations for revisions will be reviewed for the Employee Handbook.

E. Strategic Planning – Beth Frank

Beth reported on the business plan. Diana Snider is working with leadership to coach and put together an action plan.

F. Fund Development – Claudia Jones

Claudia reported that we have received \$506,646 in grant money as of July 16 including \$100,000 given for the 07-08 merger. The Dessert First event is Saturday, November 8, 2008, and the goal is to raise \$70,000. A packet of information was handed out to the Board Members which included an invitation list and sponsorship. The Board was asked to provide an auction item.

Jackie asked about the letter to the Board to make a contribution. The Board determines goals and deadlines and was surprised there was no vote on contributing. She did not recall a vote for each Board Member to contribute \$1,500. Lynda Rossiter commented on the 100% participation. She would make a much larger contribution if she had a whole year to plan the gift. Everyone can still give to GSNEO through any United Way. Daisy shared her motto: work, wisdom and wealth. The Board can designate their donations on their United Way contribution form and that wealth may come with the Board Members opening doors for GSNEO. The suggestion was to get through 9/30/08 with 100% participation. The gift level should be established through some kind of process and not just be told to give a certain amount. Jackie suggested that the Fund Development Committee come up with some guidelines for the next fiscal year on Board giving.

Resolution 03-2008:

Vote and approve the proposal written to the United Way of Trumbull County for \$50,000 to finance The New Girl Scout Leadership Experience.

- Claudia Jones moved to approve Resolution 03-2008.
- Lillie Reynolds seconded the motion.
- **The motion carried unanimously.**

G. Board Development – Joan Villarreal

The committee met July 28. There are 10 Board Members and 5 Board Development Members with one-year terms--four declined to renew; one of the 2-year members has declined. The committee is taking recommendations until September 4. They are following the Center for Nonprofit Excellence timeline.

It was stated that Board Member Cynthia Didado resigned.

- Jackie Silas-Butler moved to accept Cynthia Didado's resignation.
- Lillie Reynolds seconded the motion.
- **The motion carried unanimously.**

II. REPORT OF THE TREASURER

A. Lynda Rossiter reported that what the Finance Committee is trying to accomplish with their statements is make them accrual statements rather than cash statements so that at the end of the year when we get auditing statements, everyone will be aware because everyone will have seen the accruals all year long. Also, taking in account that the budget was prepared by consolidating

individual budgets from five councils, we are doing well overall. The report is filed subject to audit.

Resolution 04-2008:

- Lynda Rossiter moved to authorize GSNEO to finance \$800,000 for the purchase of 8450 South Bedford Road, Macedonia.
- Carole Mount seconded the motion.
- **The motion carried unanimously.**

Resolution 05-2008:

- Lynda Rossiter moved that GSNEO enter into contract with Ciuni & Panichi as its independent auditor for a period of three years starting September 30, 2008, at \$30,000 the first year.
- Joan Villarreal seconded the motion.
- **The motion carried unanimously.**

Resolution 06-2008:

- Lynda Rossiter moved we accept the 2009 operating budget as presented.
- Claudia Jones seconded the motion.
- **The motion carried unanimously.**

Resolution 07-2008:

- Lynda Rossiter moved we accept the capital budget of \$600,000.
- Sandy DeLuca seconded the motion.
- **The motion carried unanimously.**

Maya Jones was given a chance to introduce and tell a little about herself. She is an Ambassador with Troop #5214 and has been a Girl Scout for six years. She a delegate and a regional delegate alternate. She attends the Cleveland School of the Arts and is a theatre major.

III. REPORT OF THE CHIEF EXECUTIVE OFFICER

A. Daisy deterred her report at this time and will report on October 1 as that is GSNEO's birthday.

Kathy DeLong was introduced as GSNEO's Director of Marketing and Communication.

Amy shared the colorful Journey Books with the Board. She commented that the Roadshows were well attended more then the Regional Meetings. The volunteers and leaders seem happy we are there and communicating with them. There were at least 20 to 100 in attendance at the meetings.

B. Susanne Ryder thanked Joan and the Board Development Committee. Her report included the conference call hosted by GSUSA. There are proposals online for review which include Girl Scout dues increasing to \$12.00, and transfer of authority is to solety lie with the National Board to increase dues. There is a survey online.

IV. ADJOURNMENT

- Carole Mount moved to have the next Board meeting September 10.
- Chris Scala seconded the motion.
- The motion carried unanimously.

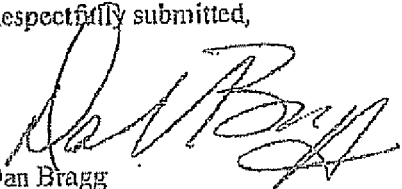
- Roberta Uhrich moved to adjourn.
- Lillie Reynolds seconded the motion.
- The motion carried unanimously.

Several Board Members would be absent for the September 10 Board Meeting so it was decided to have the next Board Meeting the first Wednesday in October.

- Carole Mount withdrew her motion to have the meeting on September 10 and moved that we have the next Board meeting on first Wednesday in October.
- Lillie Reynolds seconded the motion.
- The motion carried unanimously.

Meeting adjourned at approximately 6:45 pm.

Respectfully submitted,


Dan Bragg
GSNEO Board Secretary

DG/tan